



CERTIFICATE OF INCORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho do hereby certify that the original of the articles of incorporation of

ANDY'S SUPPLY, INC.

was filed in the office of the Secretary of State on the **Fifth** day of **January** A.D. One Thousand Nine Hundred **Sixty-five** and ~~will be~~ duly recorded on ~~Film-No.~~ microfilm of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for ~~perpetual existence~~ from the date hereof, with its registered office in this State located at

Boise

in the County of

Ada

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **5th** day of **January**, A.D., 19**65**.

Secretary of State.

1 ARTICLES OF INCORPORATION

2 OF

3 ANDY'S SUPPLY, INC.

4 KNOW ALL MEN BY THESE PRESENTS: That we, the under-
5 signed, being natural persons of full age and citizens of the
6 United States, in order to form a corporation for the purposes here-
7 inafter stated, under and pursuant to the provisions of the general
8 corporation laws of the State of Idaho and the acts amendatory
9 thereof and supplemental thereto, do hereby certify as follows:
10

11 FIRST:

12 The name of the corporation is:

13 ANDY'S SUPPLY, INC.

14 SECOND:

15 The purposes and objects for which the Corporation is
16 formed are:

17 (1) To conduct and carry on the business of wholesaling
18 and retailing merchandise, equipment and fixtures of all kinds and
19 types including copper and brass fixtures and products.

20 (2) To do all necessary work in the production and
21 manufacture of said products and any products that are related to
22 such business.

23 (3) To buy, sell, acquire, hold, own, mortgage, pledge,
24 lease, assign, transfer, trade and deal in and with all kinds of
25 personal property, goods, wares, and merchandise of every kind,
26 nature, and description.

27 (4) To buy, sell, lease, let, mortgage, exchange, or
28 otherwise acquire or dispose of land, lots, houses, buildings and
29 real property, hereditaments and appurtenances of all kinds and
30 wheresoever situated and of any interest and rights therein, to the
31 same extent as natural persons might or could do, and without limits
32 as to amount.

1 (5) To acquire by purchase, subscription, or otherwise,
2 and to own, hold, sell, negotiate, assign, deal in, exchange,
3 transfer, mortgage, pledge, or otherwise dispose of, any shares
4 of capital stock, scrip, bonds, mortgages, securities, or
5 evidences of indebtedness, issued or created by any other corporation,
6 joint stock company or association, public or private, or by whom-
7 soever issued, and while the holder or owner thereof to possess
8 and exercise in respect thereof any and all rights, powers and
9 privileges of ownership, including the right to vote thereon.

10 (6) To make, perform, and carry out contracts of
11 every kind and description made for any lawful purpose, without
12 limit as to amount, with any person, firm, association or cor-
13 poration, either public or private, or with any territory or
14 government, or any agency thereof.

15 (7) To borrow money, to draw, make, accept, endorse,
16 transfer assign, execute and issue bonds, debentures, promissory
17 note, and other evidences of indebtedness, and for the purpose
18 of securing any of its obligations or contracts to convey, transfer,
19 assign, deliver, mortgage and/or pledge all or any part of the
20 property or assets, real or personal at any time owned or held by
21 this corporation, upon such terms and conditions as the Board of
22 Directors shall authorize, and as may be permitted by law.

23 (8) To acquire, hold, sell, re-issue, or cancel any
24 shares of its own capital stock, provided, however, that this cor-
25 poration may not use any of its funds or property for the purchase
26 of its own common stock when such use would cause any impairment
27 of the capital of this corporation, and provided, further, that the
28 shares of its own capital stock belonging to this corporation shall
29 not be voted directly or indirectly.

30 (9) To purchase or otherwise acquire the whole or any
31 part of the property, assets, business and good-will of any other
32 person, firm, corporation or association, and to conduct in any
lawful manner the business so acquired, and to exercise all the

1 powers necessary or convenient in and about the conduct, manage-
2 ment, and carrying on of such business.

3 (10) to organize, incorporate and re-organize sub-
4 sidiary corporations and joint stock companies and associations
5 for any purpose permitted by law; to enter into partnership with
6 other corporations or persons.

7 (11) To have and to exercise any and all powers and
8 privileges now or hereafter conferred by the laws of the State
9 of Idaho upon corporations formed under the general corporation
10 laws of said State, or under any Act amendatory thereof or
11 supplemental thereto or substituted therefor.

12 The foregoing clauses are to be construed both as objects
13 and powers; and it is hereby expressly provided that enumeration
14 herein of specific objects and powers shall not be held to limit
15 or restrict in any manner the general powers of the corporation;
16 provided, however, that nothing contained herein shall be deemed
17 to authorize or permit the corporation to carry on any business
18 or to exercise any power or to do any act which a corporation
19 formed under the Act hereinbefore referred to, or any amendment
20 thereof or supplement thereto, or substitute therefore, may not at
21 the time lawfully carry on or do. It is the intention that the
22 purposes, objects and powers specified in each of the subparagraphs
23 (1) to (10) inclusive, of paragraph Second of these Articles of
24 Incorporation, shall, except as otherwise expressly provided, in
25 no wise be limited or restricted by reference to, or inference
26 from, the terms of any other sub-paragraph, clause or paragraph
27 of these Articles of Incorporation.

28 THIRD:

29 The Corporation is to have perpetual existence.

30 FOURTH:

31 The location and postoffice address of the registered
32 office of the corporation is:

2809 Idaho, Boise, Idaho

FIFTH:

The amount of the capital stock of this Corporation shall be and is \$50,000, consisting of 500 shares of par value of \$100.00 each.

SIXTH:

The names and postoffice addresses of the incorporators, and the number of shares subscribed for by each, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Lewis E. Anderson	Hill Road, Boise, Idaho	One
Viola J. Anderson	Hill Road, Boise, Idaho	One
Robert W. Taylor	1606 North 26th Boise, Idaho	One

SEVENTH:

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatever, and the shares of the corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the corporation or for any purpose.

EIGHTH:

The number of Directors of the corporation shall be as specified in the By-Laws, and such number may from time to time be increased or decreased in such manner as may be prescribed in the By-Laws, provided the number of Directors of the Corporation shall not be less than three. In case of any increases in the number of Directors, the additional Directors may be elected by the Directors then in office, and the Directors so elected shall hold office until the next annual meeting of the stockholders and until their successors are elected and qualified.

NINTH:

Stockholders of the corporation shall have pre-emptive and preferential right of subscription to any shares of stock of the corporation, whether now or hereafter authorized, or to any obli-

gations convertible into stock of the corporation, issued, or sold, and the Board of Directors, in issuing stock of the corporation, or obligations convertible into stock, shall first offer such issue of stock or obligations to the stockholders of the corporation.

TENTH:

A voluntary sale, lease or exchange of all of the property and assets of the corporation, including its good-will and its corporate franchises, may be made by the Board of Directors upon such terms and conditions as it may deem expedient and for the best interests of the corporation.

IN WITNESS WHEREOF, we have hereunto set out hands and seals this 4th day of January, 1965.

Lewis E. Anderson
Viola J. Anderson
Robert W. Taylor

STATE OF IDAHO }
County of Ada } ss.

On this 4th day of January, 1965, before me, the undersigned, a Notary Public in and for said State, personally appeared Lewis E. Anderson, Viola J. Anderson and Robert W. Taylor, known to me to be the persons whose names are subscribed to the within instrument, and acknowledged to me that they executed the same, and that they were citizens of the United States and over the age of twenty-one (21) years.

IN WITNESS, WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

[Signature]
Notary Public for Idaho
Residing at Boise, Idaho

(SEAL)